

RECORDATION NO. 24781 FILED

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JAN 15 '04 3:00 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 15, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 30, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar
Services Corporation
161 North Clark Street
Suite 700
Chicago, IL 60601

Lessee: Marathon Ashland Petroleum LLC
539 South Main Street
Findlay, OH 45840

A description of the railroad equipment covered by the enclosed document is:

125 tank railcars AOIX 1000 – AOIX 1124 (to be re-marked NATX)

Mr. Vernon A. Williams
January 15, 2004
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

1. Pursuant to that certain Car Leasing Agreement No. 0659-97 dated as of December 31, 2002 (also referred to as the Car Lease Agreement and the Rail Car Lease Agreement) by and between General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), and Marathon Ashland Petroleum LLC, a Delaware limited liability company ("Lessee"), and Rider No. 112 thereto dated as of December 30, 2003 between Lessor and Lessee (the Car Leasing Agreement and Rider No. 112 thereto are collectively known herein as the "Lease"), Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto (the "Cars").

2. The addresses of the parties are as follows:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, Suite 700
Chicago, Illinois 60601

Lessee: Marathon Ashland Petroleum LLC
539 South Main Street
Findlay, Ohio 45840

3. The term of the Lease is ten (10) years commencing on January 1, 2004, unless earlier terminated as provided in the Lease or otherwise extended or amended by the parties.

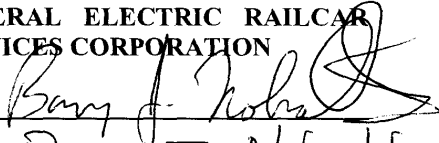
4. The lease of the Cars is subject to the terms and provisions more particularly set forth in the Lease. Nothing in this Memorandum of Lease shall, or shall be deemed to, amend, supersede or otherwise change any provision of the Lease, and the terms of the Lease shall supersede any inconsistent provisions of this Memorandum of Lease.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any signed counterpart.


[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 30, 2003.

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION**

By: 
Name: Barry J. Nohr
Title: Vice President

**MARATHON ASHLAND
PETROLEUM LLC**

By: 
Name: G.L. PEIFFER
Title: SR V.P. - FIN & IT



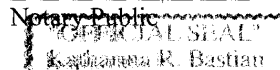
STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this, the 12th day of JANUARY, 2004, before me, a Notary Public in and for said County and State, personally appeared BARRY J. NOBLET, a VICE PRESIDENT of General Electric Railcar Services Corporation, a Delaware corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Katharina R. Bastian

Name: KATHARINA R. BASTIAN



My Commission expires: 12/31/07

Residing in: COOK COUNTY, IL

STATE OF OHIO)
)
COUNTY OF HANCOCK)

On this, the 30th day of December, 2003, before me, a Notary Public in and for said County and State, personally appeared G.L. Peiffer, a employee of Marathon Ashland Petroleum LLC, a Delaware limited liability company, who acknowledged himself to be a duly authorized officer of Marathon Ashland Petroleum LLC and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Melissa L. Comstock

Name: Melissa L. Comstock
Notary Public

My Commission expires: 12/04/07

Residing in: Hardin County



EXHIBIT A
to the Memorandum of Lease
dated December 30, 2003 by and between
General Electric Railcar Services Corporation, as lessor,
and Marathon Ashland Petroleum, LLC, as lessee
Cars

Quantity of Cars: 125

Description of Cars: Union Tank built 33.8K gallon, non-insulated 112J340W pressure tank cars constructed in 1995

Original Car Marks/Numbers: AOIX 1000-1124

Intended Car Marks/Numbers: NATX 1000-1124
(Cars will be remarked pursuant to the Lease)